

UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF MASSACHUSETTS

ITV DIRECT, INC.) Civil Action No. 04-CV-10421-JLT
)
Plaintiffs,) Honorable Joseph L. Tauro
)
v.)
)
HEALTHY SOLUTIONS LLC, et al,)
)
Defendants.)
)
AND RELATED CASES)
)

**STIPULATION FOR MUTUAL DISMISSEALS AMONG
PLAINTIFFS/COUNTER-DEFENDANTS ITV DIRECT INC. AND
DIRECT FULFILLMENT LLC AND DEFENDANTS/COUNTERCLAIMANTS
HEALTHY SOLUTIONS LLC, HEALTH SOUTIONS INC., ALEJANDRO GUERRERO,
MICHAEL HOWELL AND GREG GEREMESZ; AND**

ORDER OF DISMISSAL

WHEREAS, Plaintiff/Counter-Defendant ITV DIRECT, INC. and Counter-Defendant DIRECT FULFILLMENT, LLC, (hereinafter collectively referred to as the "ITV DIRECT PARTIES") have asserted various claims and causes of action against Defendants/Counterclaimants HEALTHY SOLUTIONS LLC d/b/a DIRECT BUSINESS CONCEPTS, HEALTH SOLUTIONS INC., ALEJANDRO GUERRERO, GREG GEREMESZ and MICHAEL HOWELL, (hereinafter collectively referred to as the "HEALTHY

SOLUTIONS LLC PARTIES") and the HEALTHY SOLUTIONS LLC PARTIES have asserted various claims and causes of action against the ITV DIRECT PARTIES, and the parties being desirous of resolving all claims and disputes among them, now therefore:

IT IS HEREBY STIPULATED that:

1. All claims and causes of actions amongst these parties are hereby dismissed with prejudice;
2. Nothing herein should be construed as an admission of the validity of any claims, counterclaims, rights to set-off, defenses and affirmative defenses of these parties;
3. The ITV DIRECT PARTIES and the HEALTHY SOLUTIONS LLC PARTIES shall each bear their own costs and attorney fees.
4. This Stipulation constitutes a compromise, release and settlement of claims of defendant-counterclaimant HEALTHY SOLUTIONS LLC against Plaintiff ITV Direct Inc. and Direct Fulfillment LLC and requires this Court's approval pursuant to the permanent injunction entered against Healthy Solutions LLC on April 1, 2005, and the parties hereto request the Court's approval in that this compromise, release and settlement in no way affects the rights of any other party.
5. This Stipulation constitutes a compromise, release and settlement of claims of defendant-counterclaimant HEALTHY SOLUTIONS LLC against Plaintiff ITV Direct Inc. and Direct Fulfillment LLC and constitutes a compromise, release and settlement of claims of ITV Direct Inc. and Direct Fulfillment LLC against the Healthy Solutions parties subject to

///

///

///

///

///

preliminary injunctions entered against the Healthy Solutions parties and the ITV Direct Parties entered in FTC V. Direct Marketing Concepts, Inc., Civ. Act. No. 04-CV-11136-GAO (D. Mass.). The United States Federal Trade Commission does not object to this Stipulation and Order on Dismissal.

SO STIPULATED.

Respectfully submitted,

SEYFARTH SHAW LLP



Peter Brooks, Esq.
Christopher Robertson, Esq.
Counsel for ITV Direct Inc.,
Direct Fulfillment LLC

Dated: 9/13/05

O'CONNOR CHRISTENSEN &
MC LAUGHLIN LLP



Becky V. Christensen, Esq.
Counsel for Healthy Solutions LLC,
Health Solutions Inc, Alejandro Guerrero,
Michael Howell, Gregory Geremesz

Dated: 9-13-05

Dustin F. Hecker, Esq.
Posternak Blankstein & Lund LLP
Counsel for Healthy Solutions LLC,
Health Solutions Inc, Alejandro Guerrero,
Michael Howell, Gregory Geremesz

ORDER OF DISMISSAL

This matter having come before the Court upon the Stipulation of Plaintiff/Counter-Defendant ITV DIRECT, INC. and Counter-Defendant DIRECT FULFILLMENT, LLC, (hereinafter collectively referred to as the "ITV DIRECT PARTIES") and Defendants/Counterclaimants HEALTHY SOLUTIONS LLC d/b/a Direct Business Concepts, HEALTH SOLUTIONS INC., ALEJANDRO GUERRERO, GREG GEREMESZ and

MICHAEL HOWELL, (hereinafter collectively referred to as the "HEALTHY SOLUTIONS LLC PARTIES"):

IT IS SO ORDERED.

Dated: _____, 2005

Honorable Joseph L. Tauro
United States District Court Judge

Presented by:


SEYFARTH SHAW LLP

Christopher Robertson
Counsel for ITV Direct Inc. and Direct Fufillment LLC

CERTIFICATE OF SERVICE

I hereby certify that on September 14, 2005, a copy of foregoing STIPULATION FOR MUTUAL DISMISSEALS AMONG PLAINTIFFS/COUNTER-DEFENDANTS ITV DIRECT INC. AND DIRECT FULFILLMENT LLC, AND DEFENDANTS/COUNTERCLAIMANTS HEALTHY SOLUTIONS LLC, HEALTH SOUTIONS INC., ALEJANDRO GUERRERO, MICHAEL HOWELL AND GREG GEREMESZ and ORDER THEREON was filed

electronically. Notice of this filing will be sent to all parties by operation of the Court's electronic filing system. Parties may access this filing through the Court's system.

Christopher F. Robertson, Esq.
Peter S. Brooks, Esq.
Susan W. Gelwick, Esq.
SEYFARTH SHAW LLP
Two Seaport Lane, Suite 300
Boston, MA 02210
(617) 946-4800
(617) 946-4801 Fax
pbrooks@seyfarth.com
Kperrelli@seyfarth.com

Attorneys for Plaintiff
ITV DIRECT, INC.

Daniel J. Kelly, Esq.
Scott A. Silverman, Esq.
Kristin Cataldo, Esq.
GADSBY HANNAH LLP
225 Franklin Street
Boston, MA 02110
617 345-7000
617 345-7050 Fax
dkelly@ghlaw.com
cpriolo@ghlaw.com

Attorneys for Plaintiff-in-Intervention
CAPPSEALS, INC.

/s/ Christopher Robertson, Esq.

Christopher Robertson
Counsel for ITV Direct Inc.
and Direct Fulfillment LLC